

# Hampton Roads Chapter Bylaws – AUG 08, 2015

## **Bylaws for the International Society for Performance Improvement Hampton Roads Chapter**

### **Article One—Mission, Objectives, and Guideposts**

Our Mission is to develop and promote the awareness and application of Human Performance Technology in the Hampton Roads area.

Our Objectives are:

To provide a forum for the advancement of Human Performance Technology among our Members and those they wish to serve through Mentoring, Networking, Education, and the development of a Community of Practice.

To promote and enhance corporate and public perception of the value of performance improvement technology and performance improvement technologists.

To promote our objectives through meetings, speaking engagements and workshops for the business community at large, and through public relations opportunities that become available.

Our Guideposts for informing decision are:

We provide professional development opportunities for HR area PI professionals

We build a community for HR area PI professionals

We increase awareness of PI in the HR business community

### **Article Two—Membership and Dues**

Eligibility: Membership in the Hampton Roads Chapter (herein referred to as the “Chapter”) of the International Society for Performance Improvement (herein referred to as the “Society”) shall be open to those interested in the objectives of the Chapter. An applicant for membership will be deemed a member when the applicant's dues are paid. The Chapter shall not discriminate on the basis of race, sex, creed, age, national origin, veteran status or handicap.

Voting Rights: Each member in good standing shall be entitled to one vote on each matter submitted to a vote using such procedures as the Board of Directors shall provide.

Delinquency and Expulsion of Members: Any member delinquent in payment of dues shall be dropped from membership provided the member has been notified in writing of his/her delinquency. The Board of Directors may exclude from membership any individual when it deems such action to be in the best interest of the Chapter.

Dues: The Board of Directors shall determine the membership levels and dues of the Chapter.

### **Article Three — Organization**

1. Members: The highest authority for deciding the policies and managing the affairs of the Chapter are the Members. The Members elect the Board of Directors, resolve policy questions brought before the membership, and may confirm, revise or repeal the action of the Board of Directors or any officer or employee of the Chapter through a two-thirds vote. A member must be current on Chapter dues payments to be considered in good standing.

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2. **Board of Directors:** The Board of Directors, all of whom must be members of the Chapter, shall manage the affairs of the Chapter. The Board of Directors shall determine policy and may establish Bylaws and other guidance necessary for the conduct of the work of the Chapter. Detailed description of Board roles, responsibilities, authority and accountability are found in Article Four—Board of Directors.

### Article Four—Board of Directors

1. **General:** Each Director on the Board serves as a leader in motivating support for established Chapter policy and programs, and serves to develop new Chapter policy and programs. A Director should provide an objective point-of-view in open discussion. Each Director should analyze each problem considered, vote responsibly and support those actions adopted by majority vote. Individually, each member of the Board is considered a spokesperson for the Chapter and represents the integrity, dedication and loyalty to established policy.

2. The Board of Directors consists of the following positions:

- a. **President:** The President serves for a two-year term following completion of a term as President-Elect. The President represents the best interests of the Chapter and the profession. The President directs the affairs in keeping with goals, objectives, policies and strategic direction established by the Board of Directors. The President is the Chapter's spokesperson. Unless removed for cause, the President becomes the Past President upon completion of the elected term.

The President may fill vacancies on the Board of Directors through appointment.

The President is an ex-officio member of all committees with the exception of the Nominating Committee.

The President may appoint committees or task forces with specific tenure or objectives as needed.

The President must be a Society Member in good standing.

- b. **President-Elect:** The President-Elect serves for a two-year term following election by the membership. The President-Elect assumes the Presidency immediately upon the Presidency becoming vacant. The President-Elect's efforts are directed to assuming the Presidency and assignments are designed in preparation for that transition. The President-Elect serves to provide continuity of programs, goals, objectives and strategic direction, in keeping with policy established by the Board of Directors.

The President-Elect must be a Society Member in good standing.

- c. **Past President:** The Past President serves for a two-year term immediately following completion of a term as President. The Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Chapter. The Past President supports the President and the President-Elect on an as-needed basis.

The Past President is the Chair of Nominating Committee.

- d. **Society Liaison:** The Society Liaison serves for a two-year term following election by the membership. The Society Liaison is the designated communication link between ISPI and the Chapter. The Society Liaison is responsible for providing all Chapter

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information due to ISPI as specified in the Society Chapter Affiliation Agreement, and is also responsible for sharing ISPI news and information with the Board of Directors and the Members.

The Society Liaison must be a Society Member in good standing.

- e. **Treasurer:** The Treasurer serves for a two-year term following election by the membership. The Treasurer maintains the Chapter budget and conducts financial transactions on behalf of the Board of Directors. The Treasurer represents the best interests of the membership, especially as it pertains to fiscal responsibility, the financial soundness of the Chapter and the prudent application of funds in keeping with goals, objectives, policies and strategic direction established by the Board of Directors. The Treasurer is the formal spokesperson to the Chapter on financial matters.

The Treasurer must be a Society Member in good standing.

- f. **Secretary:** The Secretary serves for a two-year term following election by the membership. The Secretary maintains the Chapter records including but not limited to Board of Director meeting agendas and minutes, Annual General Meeting agendas and minutes, bylaws, Certification of Elections, notifications and general correspondence, and filing of legal documents.

In the absence of the President and President-Elect, the Secretary calls meetings to order, presiding until a temporary chairperson is elected.

- g. **Director-At-Large for Programs (Program Director):** The Program Director is appointed by the President for a one-year term and may be reappointed without term limits. The Program Director leads Chapter efforts to plan and execute membership activities that align with the requirements of Society Chapter Affiliation Agreement, the direction of the Board, and the desires of the Membership. The Program Director ensures that the Society Liaison maintains an accurate record of programming for report to the Society.
- h. **Director-At-Large for Membership (Membership Director):** The Membership Director is appointed by the President for a one-year term and may be reappointed without term limits. The Membership Director leads Chapter efforts to recruit, retain, and engage members. The Membership Director ensures that the Secretary maintains an accurate roster of members, previous members, and prospective members.
- i. **Director-At-Large for Outreach (Outreach Director):** The Outreach Director is appointed by the President for a one-year term and may be reappointed without term limits. The Outreach Director leads Chapter efforts to connect the Society and the Chapter with academia and business community.

3. **Quorum:** A quorum of the Board of Directors consists of one-half of the filled positions, rounded down.
4. **Removal:** A board member can be removed by a two-thirds vote of the board at a regularly scheduled board meeting.

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5. Board of Directors Meetings: Regular meetings of the Board of Directors shall be no less frequent than four times per year. Meetings may occur using such procedures as the Board of Directors shall provide.
6. Annual General Meeting: The Board of Directors shall conduct an Annual General Meeting to inform members of previous and future activities and other matters of interest. Annual General Meetings may occur using such procedures as the Board of Directors shall provide.

## **Article Five—Board of Directors Nominations and Elections**

1. Nominating Committee: The Past President, as Chair of the Nominations Committee, shall appoint least one member of the Chapter (other than the President) as a committee member. The Nominating Committee shall, in consultation with the Board of Directors, determine suitability criteria for nomination.
2. Elections: The Past President conducts elections using such procedures as the Board of Directors shall provide. Voting is restricted to Chapter members in good standing. Elections shall occur in the last quarter of the calendar year and the new Board will form as of the first day of the following year.

Elections in odd-numbered years are for President-Elect and Society Liaison.

Elections in even-numbered years are for Treasurer and Secretary.

## **Article Six—Amendments**

A proposed amendment to the Bylaws as approved by the Society in accordance with the Society Chapter Affiliation Agreement must be sent to members of the Board of Directors no less than fifteen days before adoption. The proposed amendment shall be adopted by receiving at least a majority of the votes of the Board of Directors. No later than sixty days from the date of adoption of the Bylaw change(s), the membership of the Chapter shall be notified in writing.

## **Article Seven — Dissolution**

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of the Chapter other than reimbursement of expenses using such procedures as the Board of Directors shall provide. On dissolution of the Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.